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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™ AND THE VISION™



KEEP BACK, EVERYBODY!
IF **SPIDER-MAN** CAN'T STOP
THAT THING FROM TOTALING
THE VISION--

--**NOBODY**
CAN!!

THE MENACE ^{OF THE} MONSTROID!

Stan Lee PRESENTS: **SPIDEY** AND THE **VISION** TOGETHER!

THERE HAVE BEEN NIGHTS LIKE THIS ONE BEFORE-- WARM, HUMID EVENINGS WHEN IT'S AN EFFORT TO MOVE--

--NIGHTS WHEN SANE MEN LIE SLEEPING, THEIR ROOMS CAREFULLY COOLED BY THE DEVICES OF A LAUDED SCIENCE--!

BUT ON EVENINGS LIKE THIS SOME MEN FIND THEY CANNOT SLEEP-- AND SO THEY TAKE TO THE STREETS-- AND-- SOME-- TIMES-- THE ROOFS--

--AND WANDER WHERE THEIR QUESTING SOULS WILL.

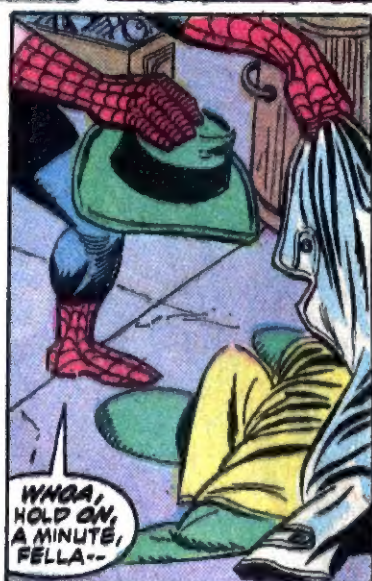
HMM. LOOKS LIKE SPIDEY ISN'T THE ONLY INSOMNIAC OUT TONIGHT.

WONDER WHAT'S BUGGING HIM?

A
**PASSION
OF THE
MIND!**

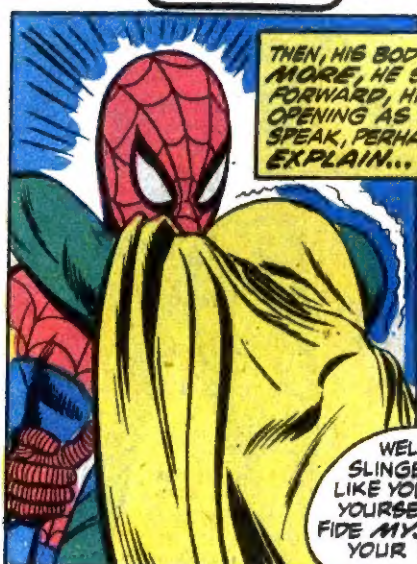
GERRY CONWAY script • GIL KANE art • MIKE ESPOSITO inks • JOHN COSTANZA letterer • ROY THOMAS editor

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BEFORE THE STUNNED WALL-
CRAWLER'S LENS-HIDDEN
EYES, THE ANDROID AVENGER
KNOWN AS THE VISION SEEMS
TO STRANGELY COALESCE...



THEN, HIS BODY SOLID ONCE
MORE, HE STUMBLES
FORWARD, HIS MOUTH
OPENING AS THOUGH TO
SPEAK, PERHAPS TO
EXPLAIN...

--BUT IT IS AN
EXPLANATION
NOT FORTHCOMING.

HE'S
BLACKED-
OUT.

WELL, WEB-
SLINGER...LOOKS
LIKE YOU'VE GOT
YOURSELF A BONA
FIDE MYSTERY ON
YOUR HANDS...

TERRIFIC.

SOON, IN A SHADOWED
APARTMENT SOME
SIXTY BLOCKS UPTOWN...

HARRY'S DOWN
FOR THE NIGHT...





SPIDER-MAN!
SO...IT WAS NOT
A DREAM.

THAT DEPENDS,
VISION.

YOU TELL
ME YOUR
VERSION...AND
I'LL TELL YOU
MINE.

MY FRIEND...IT IS
NOT A TALE YOU'LL
EASILY BELIEVE.

TRY
ME.



THERE IS SO LITTLE
TIME...THE ATTACKS
COME SO
FREQUENTLY NOW.

ATTACKS?
WHAT KIND
OF ATTACKS?

SEIZURES--
EPILEPTIC
SEIZURES--

WHAT?



AS I SAID, MY
FRIEND--THE
TIME IS SHORT--

--AND AS WE SPEAK--
GROWS SHORTER
STILL--:UNNNNNH!!

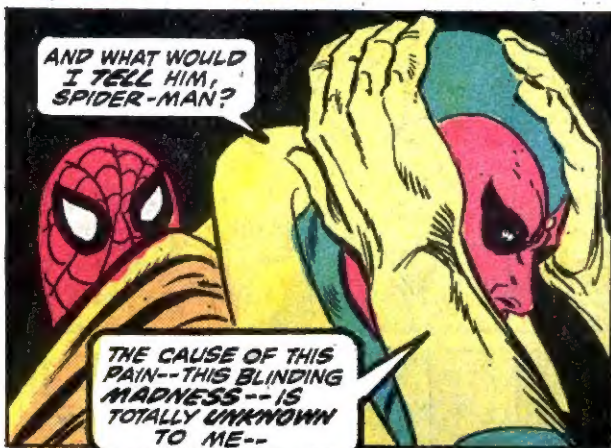


VISION, TRY TO
RELAX-- DON'T
LET YOURSELF
GO TENSE.

I'M NO DOCTOR,
BUT MAYBE WE
CAN--

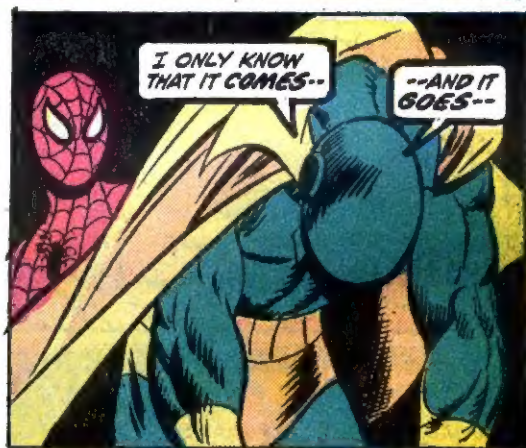
DOCTOR? WHAT USE CAN
A HUMAN PHYSICIAN
BE TO AN INHUMAN
ANDROID?

--TO A DEVICE OF
SYNTHETIC FLESH,
WHO MAY CONTROL
THE VERY DENSITY
OF HIS MOLECULES
AT WILL?



AND WHAT WOULD
I TELL HIM,
SPIDER-MAN?

THE CAUSE OF THIS
PAIN--THIS BLINDING
MADNESS-- IS
TOTALLY UNKNOWN
TO ME--



I ONLY KNOW
THAT IT COMES--

--AND IT
GOES--



--AND
RETURNS
AGAIN--

--MORE MADDENING--
MORE AGONIZING
THAN THE TIME BEFORE!

EYES CLOSING IN A WINGE, THE VISION
TWISTS BACKWARD--AND AS HE DOES--



--WE TAKE THIS OPPORTUNITY TO SEEK OUR ANSWERS ELSEWHERE, TURNING OUR ATTENTION EASTWARD, TO LONG ISLAND'S NORTH SHORE, WHERE IN A DARKENED LABORATORY--

--THE MAN KNOWN ONLY AS THE PUPPET MASTER LABORS IN BROODING SILENCE.



TIME AND AGAIN, HE GLANCES FROM HIS WORK TO ITS LIFESIZE MODEL--

--AND WHEN HE DOES, HIS LIPS CURL IN A NARROW SMILE--



--AND HE RESUMES HIS WORK, ONCE MORE.



ODD, HOW THE SIMPLEST DEVICES ARE SOMETIMES THE MOST--SATISFACTORY.

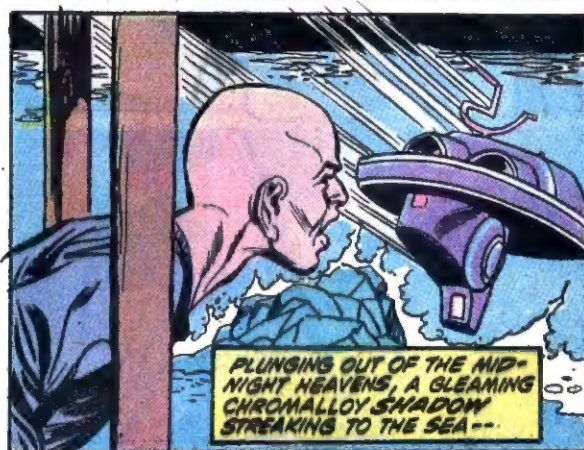
MY ENTIRE ADULT LIFE--SPENT IN CREATING PUPPETS--CONSTRUCTS DESIGNED TO ENFORCE MY WILL ON THE SOULS OF OTHERS--

--AND THIS, MY FINEST CREATION--WASTED ON AN EXOTIC, ALIEN DOLL--

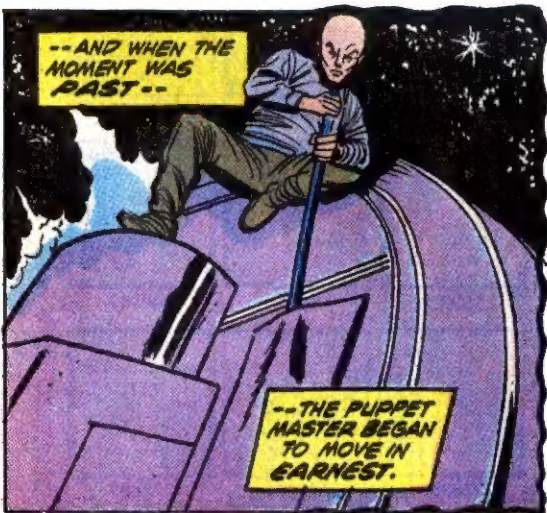
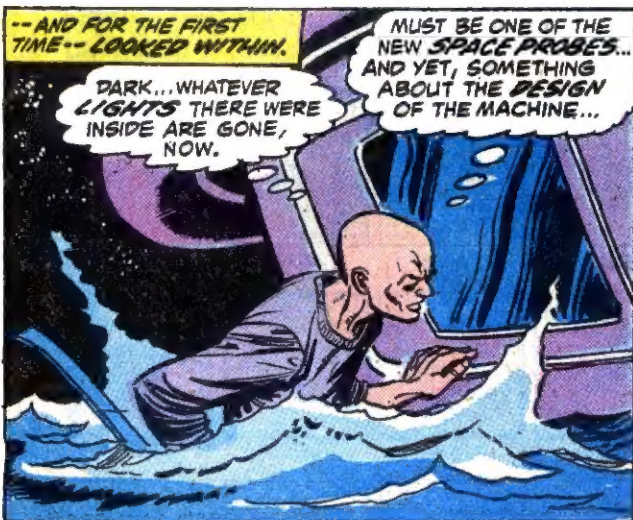
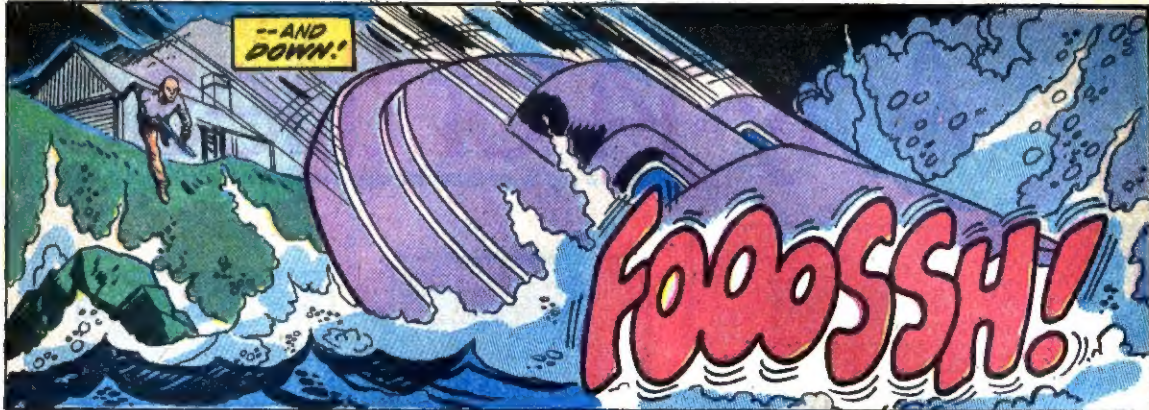
IT HAS A CERTAIN IRONY...YES, INDEED IT HAS!



HIS THOUGHTS FLIT BACKWARD, THROUGH THE HOURS, THE DAYS, THE WEEKS TO THE MOMENT WHEN HE FIRST GLIMPSED THAT ALIEN ROBOT--



PLUNGING OUT OF THE MID-NIGHT HEAVENS, A GLEAMING CHROMALLOY SHADOW STREAKING TO THE SEA--



EYES WILD WITH SOME INNER FIRE-- THE FLAME OF GENIUS OR MADNESS, NONE MAY TRULY TELL--THE PUPPET MASTER SPEAKS A SOFT COMMAND, AND--

OPERATIONS CODE Δ164BNE-- PROGRAM BEGINS 2100 EARTH HOURS.

IDENTIFICATION SIGNAL 7NH54... CODE NAME [BALLOX].

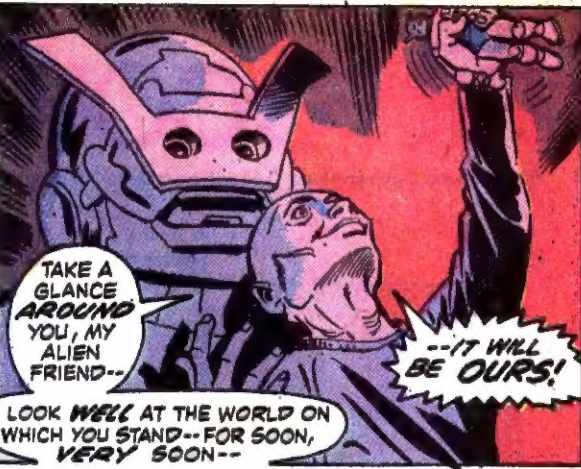
BALLOX, EH?

NOT A NAME TO CONJURE WITH.

I BELIEVE I SHALL CALL YOU MY... MONSTROID!

HE THINKS OF MANY THINGS, THIS MAN-- OF THE CAR HE NEEDS A CROWN TO BUY, OF THE HOUSE IN ITS SECOND MORTGAGE--

--AND PERHAPS, NOW AND THEN, HE GLANCES WITH AVARICE AT THE GEMS SPARKLING AROUND HIM--BUT ONLY FOR A MOMENT.



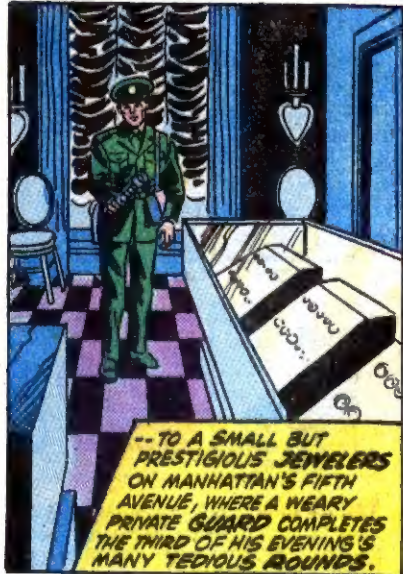
TAKE A GLANCE AROUND YOU, MY ALIEN FRIEND--

--IT WILL BE OURS!

LOOK WELL AT THE WORLD ON WHICH YOU STAND--FOR SOON, VERY SOON--

WHAT WE SAW HAPPENED SHORT HOURS AGO.

NOW, WE RETURN TO THE PRESENT--



--TO A SMALL BUT PRESTIGIOUS JEWELERS ON MANHATTAN'S FIFTH AVENUE, WHERE A WEARY PRIVATE GUARD COMPLETES THE THIRD OF HIS EVENING'S MANY TEDIOUS ROUNDS.

THEN, A SOUND--

RRRUMBLE!

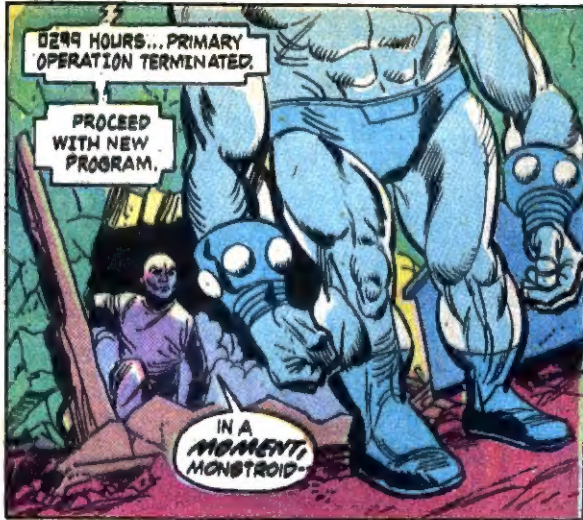


--AND THE WORLD CRASHES IN UPON HIM!

OH CRIPES! WHAT TH--



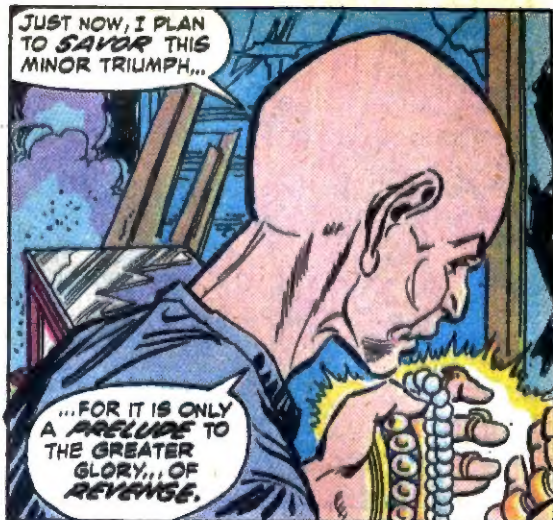
TWAK!



0244 HOURS... PRIMARY
OPERATION TERMINATED.

PROCEED
WITH NEW
PROGRAM.

IN A
MOMENT,
MONSTROID--



JUST NOW, I PLAN
TO SAVOR THIS
MINOR TRIUMPH...

...FOR IT IS ONLY
A PRELUDE TO
THE GREATER
GLORY... OF
REVENGE.



BUT PERHAPS I
SPEAK *HASTILY*--

APPARENTLY, THE
CONSTABULARY
HAS BEEN NOTIFIED
OF OUR PRESENCE--



--AND ALREADY
THEY ARRIVE TO
MAKE OUR EXIT
DIFFICULT.



BALLOX, BY MY
COMMAND--

*REMOVE
THEM!*

PROGRAM
UNDERSTOOD.



*IT HAPPENS
QUICKLY--*

BEFORE THE STUNNED
POLICEMEN CAN EVEN
CRY OUT IN PROTEST--



--THE DEED
IS BEGUN--

--AND DONE!

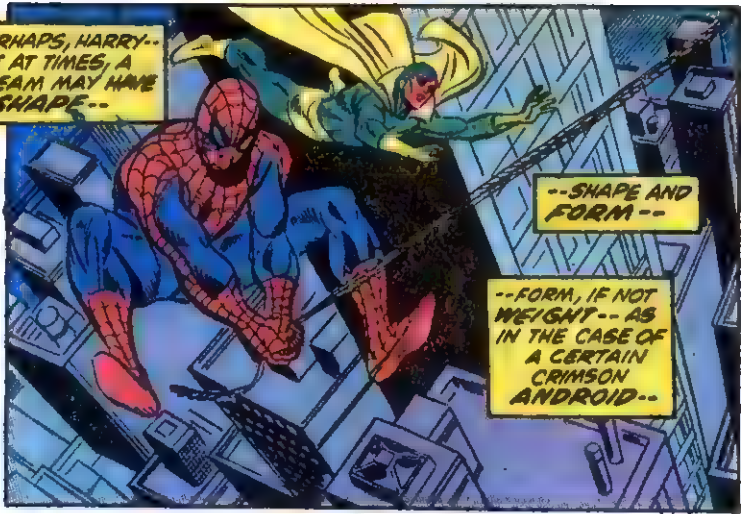
PROGRAM TERMINATED.
ESTIMATED DURATION:
2.35901-SECONDS.





...GUESS
IT MUST'VE
BEEN A
DREAM.

PERHAPS, HARRY--
BUT AT TIMES, A
DREAM MAY HAVE
SHAPE--



--SHAPE AND
FORM--

--FORM, IF NOT
WEIGHT-- AS
IN THE CASE OF
A CERTAIN
CRIMSON
ANDROID--



--WHOSE BODY
MAY BECOME
LIGHT AS MIST--

--AND SO, IN A FASHION,
TAKE FLIGHT.



SLOW
FLIGHT--BUT
FLIGHT,
NONETHELESS.



A HOSPITAL,
SPIDER-MAN?

SUCH INSTITUTIONS
ARE FOR LIVING
CREATURES--

--SURELY NOT
FOR THE VISION.

YOU'D BE
SURPRISED,
SPEEDY.

SLIP DOWN
AND LET ME
IN, WILL YA?



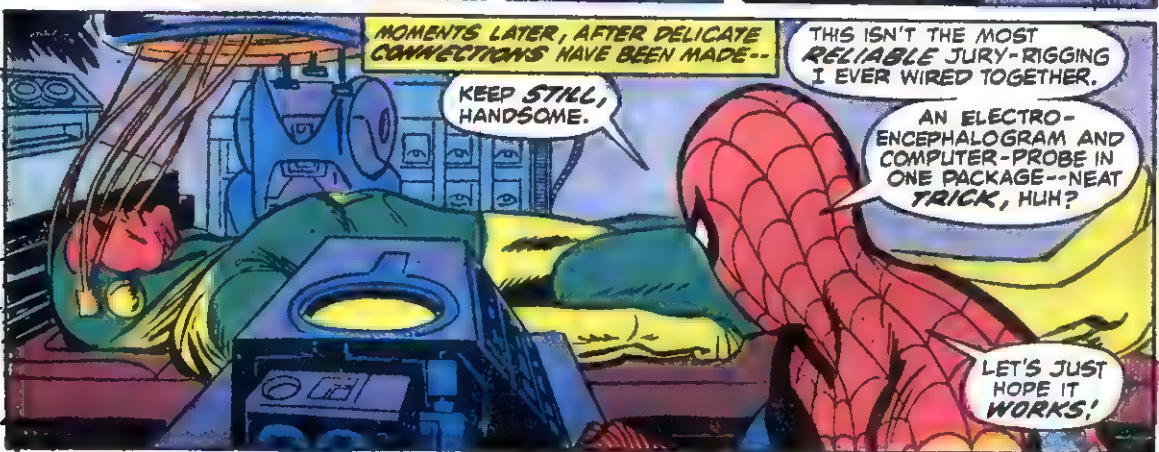
AND FOR THE VISION--



--THE THOUGHT IS THE
DEED!

YOU'RE A HANDY GUY
TO KNOW, VISION.
THANKS.

NOW LET'S
SEE WHAT A
MAJOR IN
PHYSICS CAN
DO FOR YOUR
AVERAGE
ANDROID



MOMENTS LATER, AFTER DELICATE
CONNECTIONS HAVE BEEN MADE--

KEEP STILL,
HANDSOME.

THIS ISN'T THE MOST
RELIABLE JURY-RIGGING
I EVER WIRED TOGETHER.

AN ELECTRO-
ENCEPHALOGRAM AND
COMPUTER-PROBE IN
ONE PACKAGE--NEAT
TRICK, HUH?

LET'S JUST
HOPE IT
WORKS!



BINGO.

LOOKS LIKE WE HIT THE JACKPOT, VISION. THE ONLY PROBLEM IS--

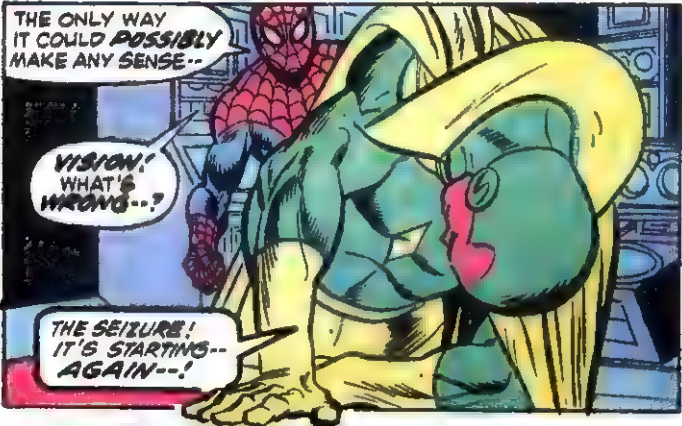
--I CAN'T FIGURE IT OUT!



ACCORDING TO THIS GRAPH-- YOU'VE GOT TWO SETS OF BRAIN-WAVES.

TWO? I'M AFRAID I DON'T UNDERSTAND.

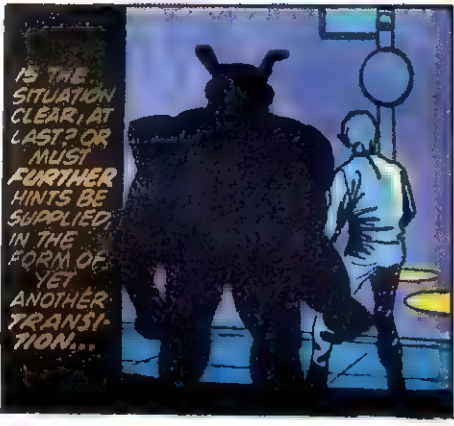
MISTER, NEITHER DO I!



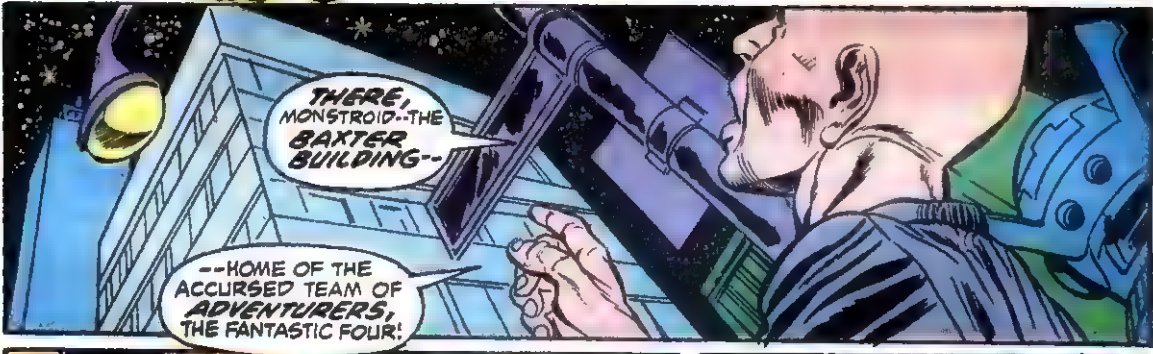
THE ONLY WAY IT COULD POSSIBLY MAKE ANY SENSE--

VISION, WHAT'S WRONG--?

THE SEIZURE! IT'S STARTING-- AGAIN--!

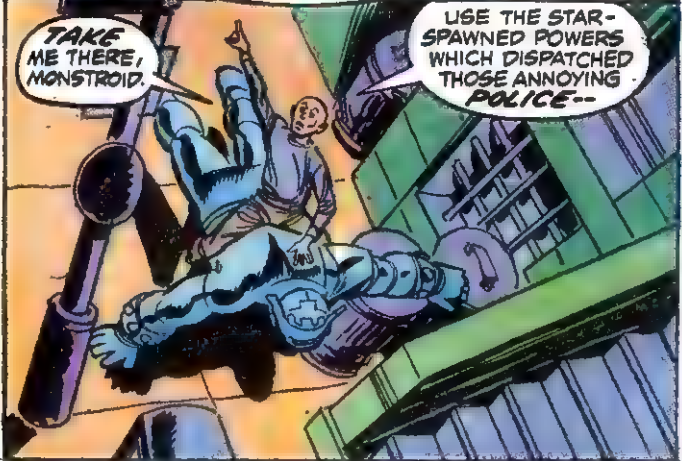


IS THE SITUATION CLEAR, AT LAST? OR MUST FURTHER HINTS BE SUPPLIED IN THE FORM OF YET ANOTHER TRANSITION...



THERE, MONSTROID--THE BAXTER BUILDING--

--HOME OF THE ACCURSED TEAM OF ADVENTURERS, THE FANTASTIC FOUR!

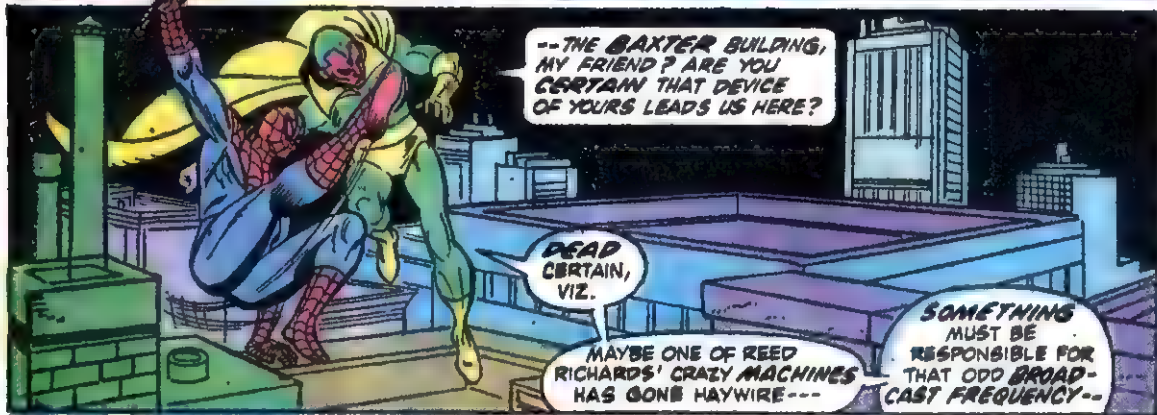
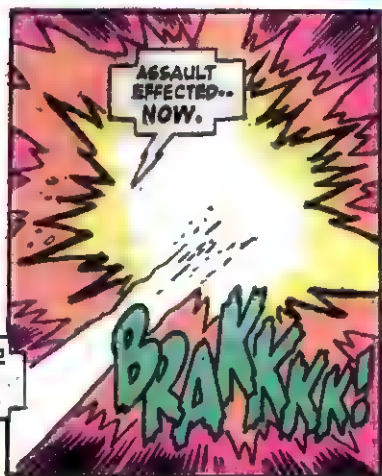
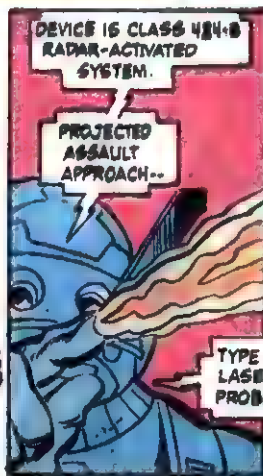
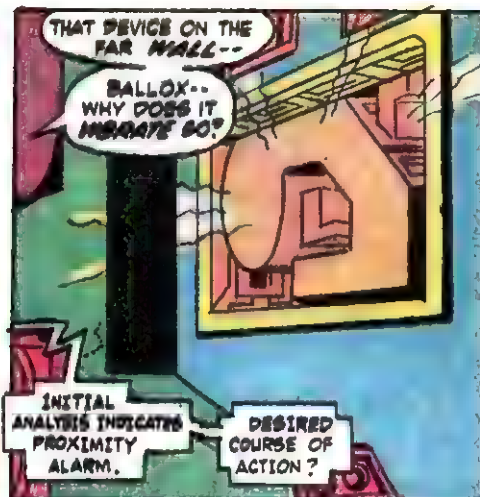
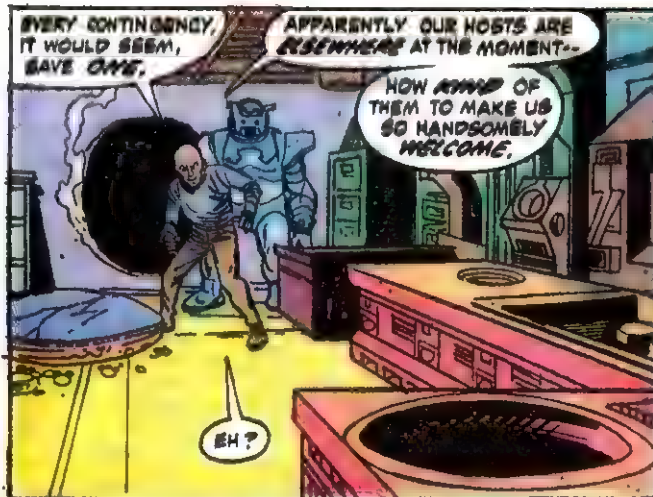


TAKE ME THERE, MONSTROID.

USE THE STAR-SPAWNED POWERS WHICH DISPATCHED THOSE ANNOYING POLICE--



-- AND WILL DISPATCH MY HATED ENEMIES AS WELL!





--THE FREQUENCY THAT'S BEEN ACTING LIKE A SECOND **BRAIN-WAVE** IN YOUR ANDROID SKULL--

--CAUSING THESE NUTTY EPILEPTIC FITS YOU'VE BEEN HAVING FOR THE PAST **NINE HOURS!**

SPIDER-MAN... I ONLY PRAY YOU'RE **RIGHT!**



MISTER, I **KNOW** I'M **RIGHT!**



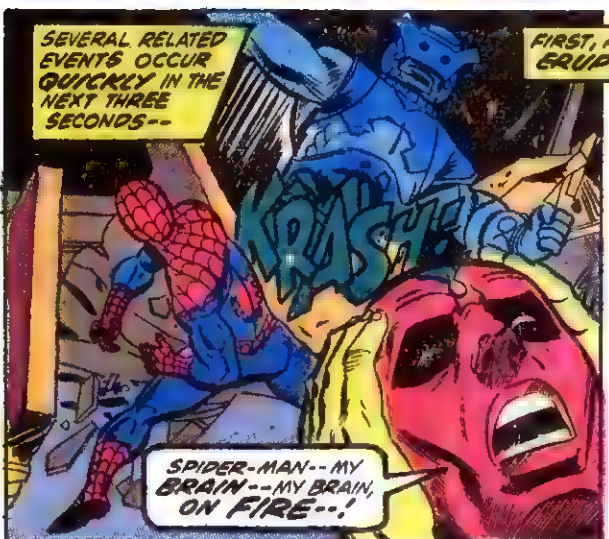
AHH, BALLOX... IT APPEARS WE SHALL HAVE VISITORS SOME-WHAT **PREMATURELY.**

WHATEVER THEIR PURPOSE IN COMING HERE, THEY WILL PROVIDE AN EXCELLENT OPPORTUNITY FOR US TO TEST OUR **FORTIFICATIONS...**



...AND THE **FORTIFICATIONS,** MY **ALIEN FRIEND...**

...ARE **YOU!**



SEVERAL RELATED EVENTS OCCUR QUICKLY IN THE NEXT THREE **SECONDS--**

KRASH!

SPIDER-MAN-- MY **BRAIN--MY BRAIN, ON FIRE--!**

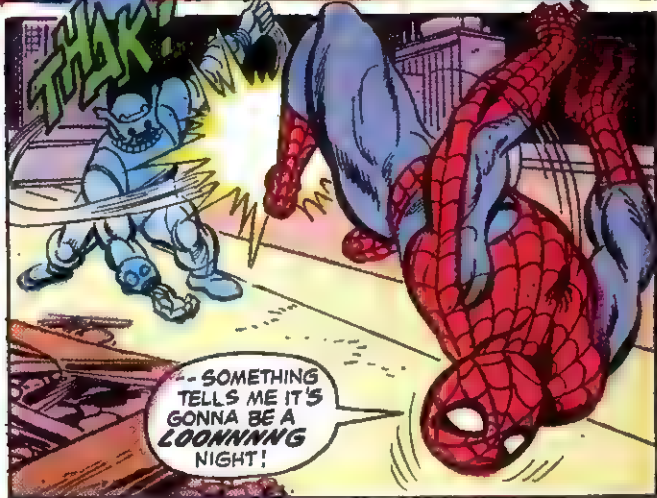
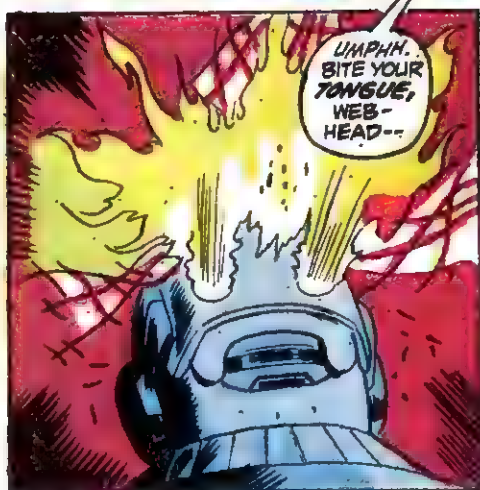
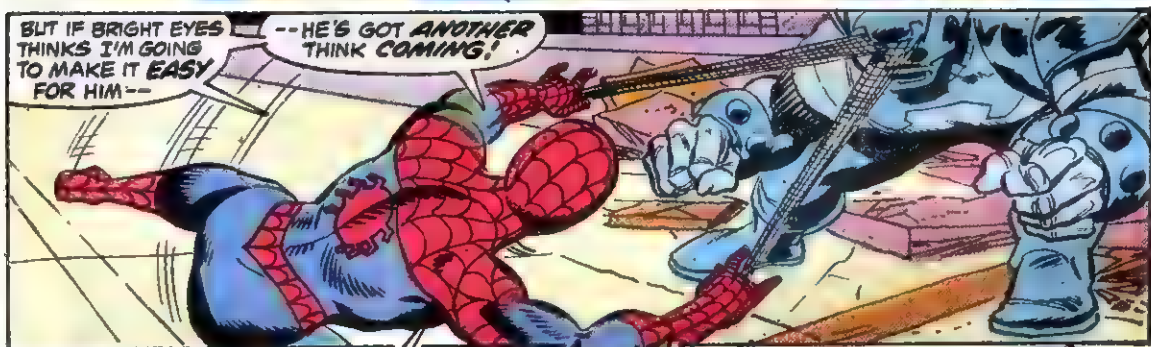
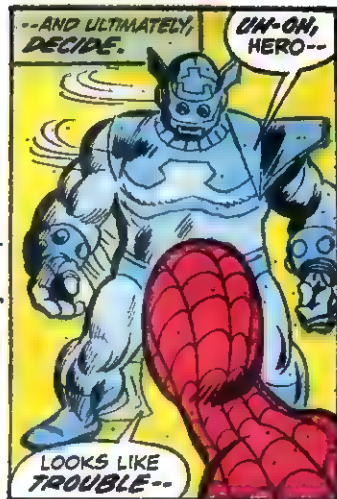
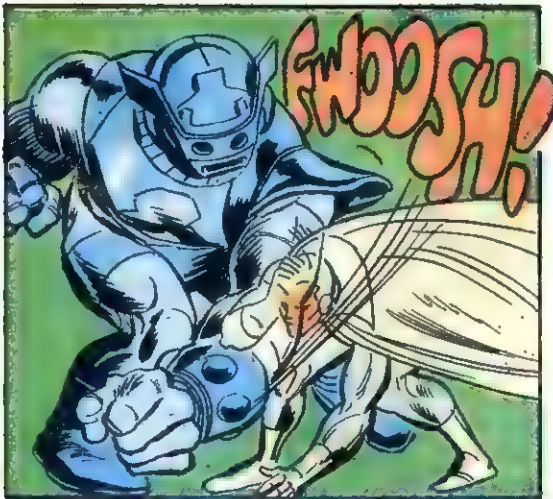


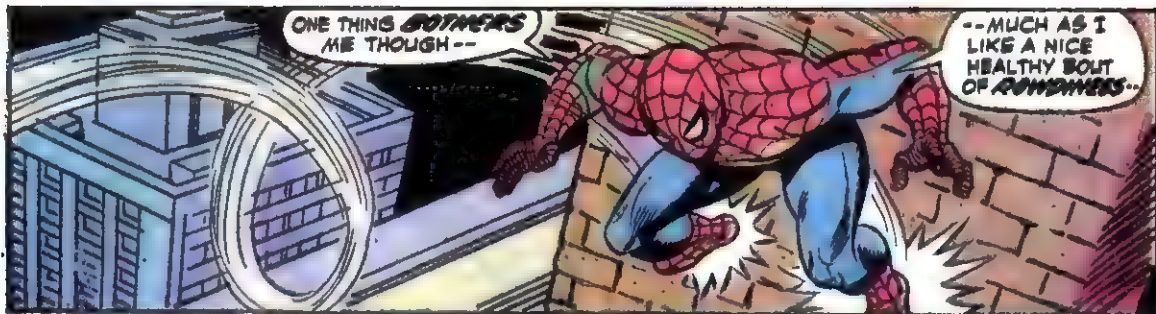
FIRST, A **SUDDEN ERUPTION--**

THEN, A **MOMENTARY PAUSE--** A **SHOUTED, FUTILE WARNING--**

VISION, LOOK OUT!

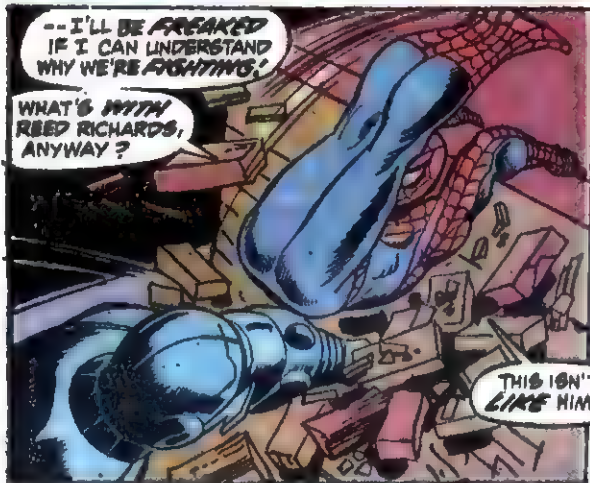
--AND **FINALLY--**





ONE THING **BUTTERS** ME THOUGH--

--MUCH AS I LIKE A NICE HEALTHY BOLT OF **ROUNDNESS**--



--I'LL BE **FREAKED** IF I CAN UNDERSTAND WHY WE'RE **FIGHTING**!

WHAT'S WITH **REED RICHARDS**, ANYWAY?

THIS ISN'T **LIKE** HIM--



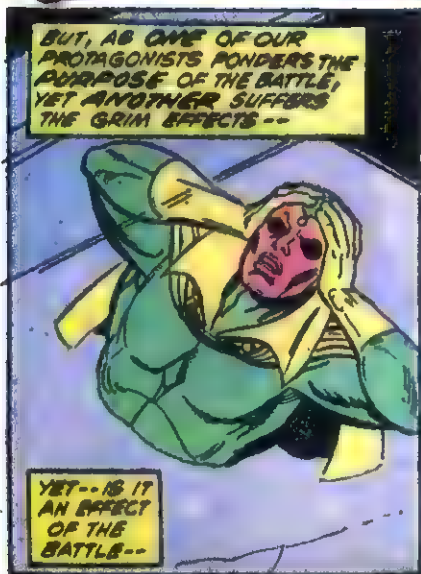
--UNLESS IT'S JUST HIS CRAZY WAY OF SAYIN' **HELLO**!



FACE IT, SPIDY--

WAM!

--SOME PEOPLE ARE JUST PLAIN **ANTI-SOCIAL**!



BUT, AS ONE OF OUR PROTAGONISTS PONDER'S THE PURPOSE OF THE BATTLE, YET ANOTHER SUFFERS THE GRIM EFFECTS--

YET--IS IT AN EFFECT OF THE BATTLE--



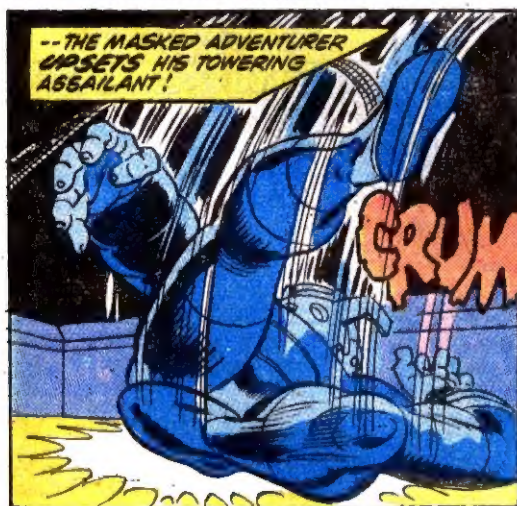
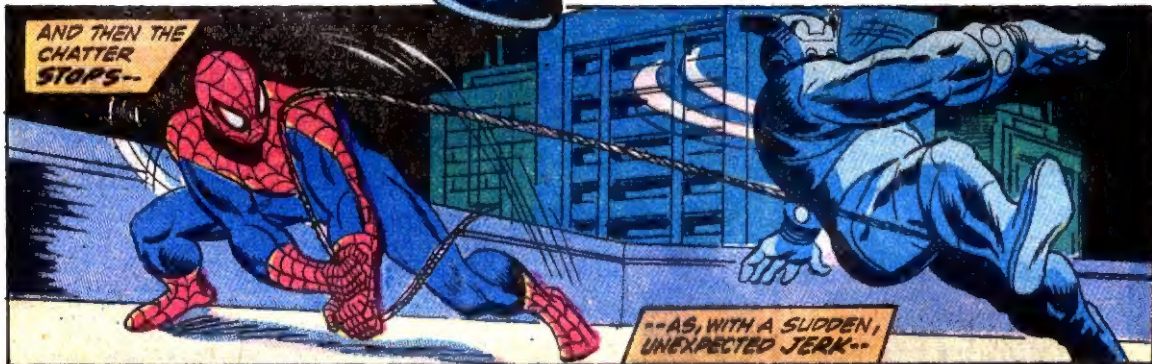
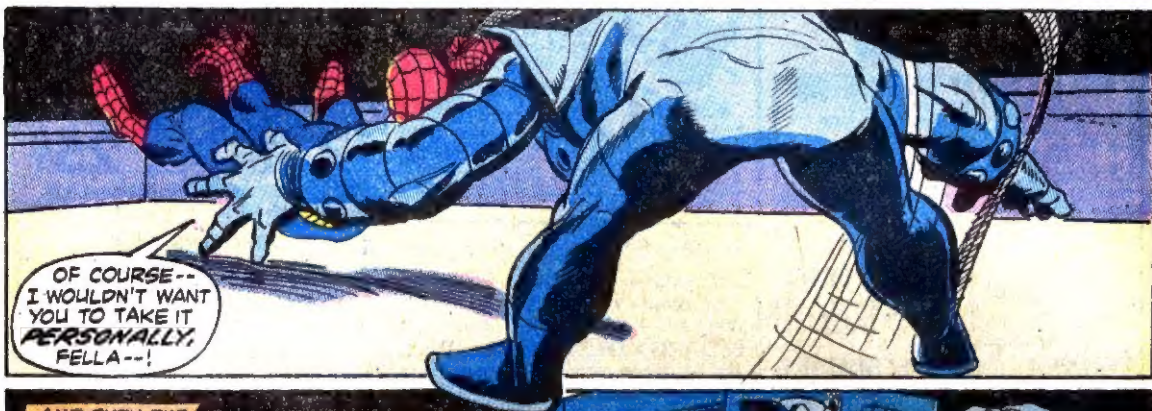
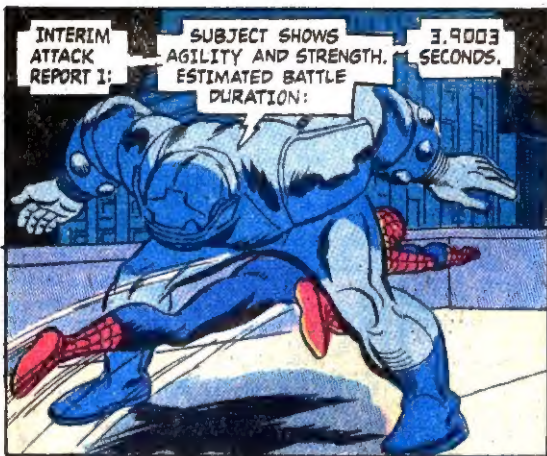
--OR IS IT SOMETHING FAR, FAR MORE?

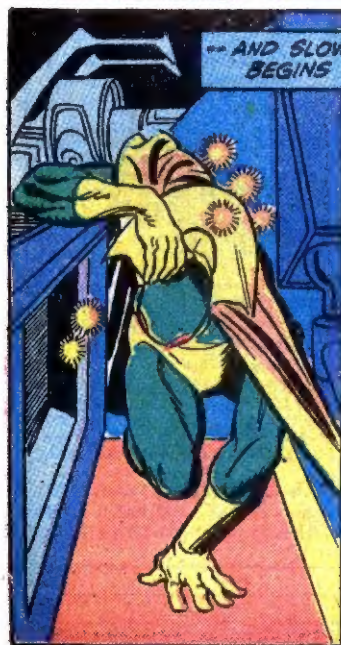
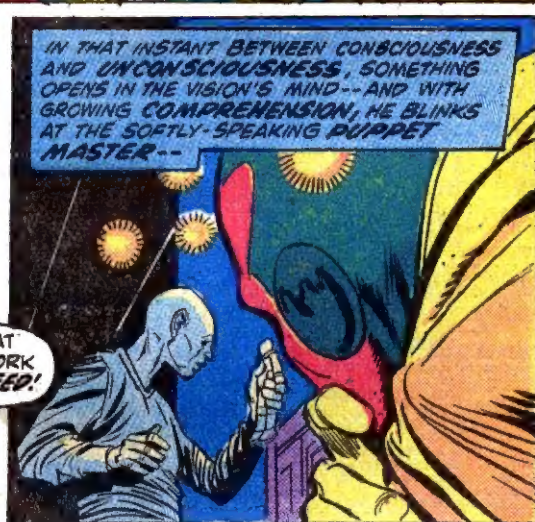
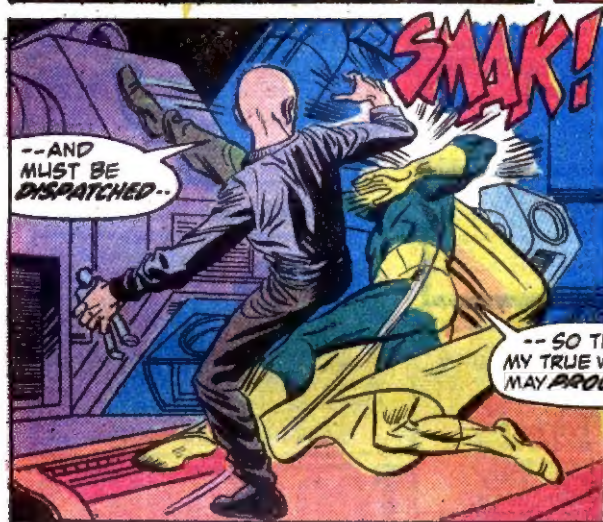
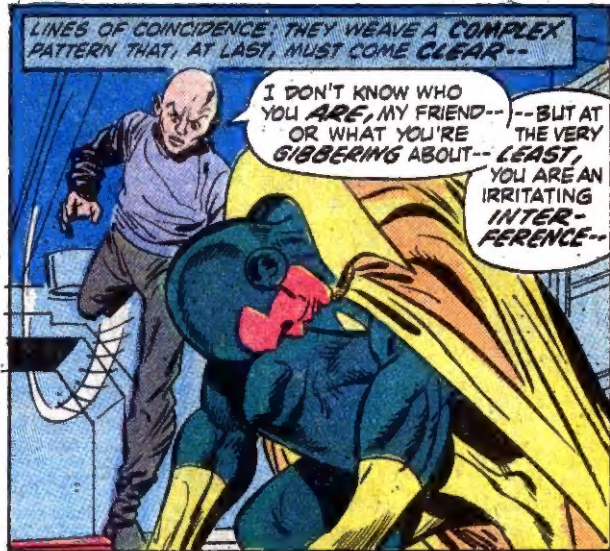


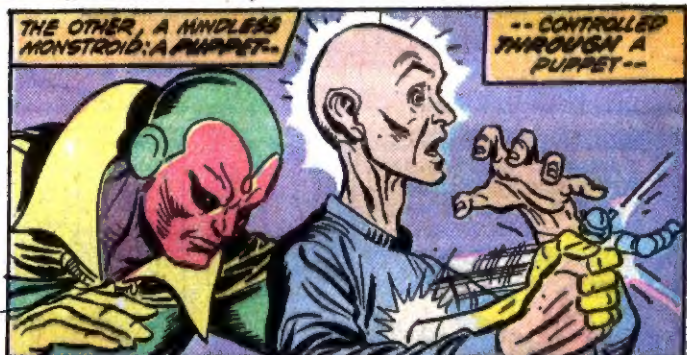
MY **BRAIN**--FILLED WITH FADING MEMORIES--TWISTED IMAGES FROM SOME OTHER SOUL--

IT DRIVES ME **MAD**!

THE **PRESSURE**--SO GREAT--SO OVERWHELMING--







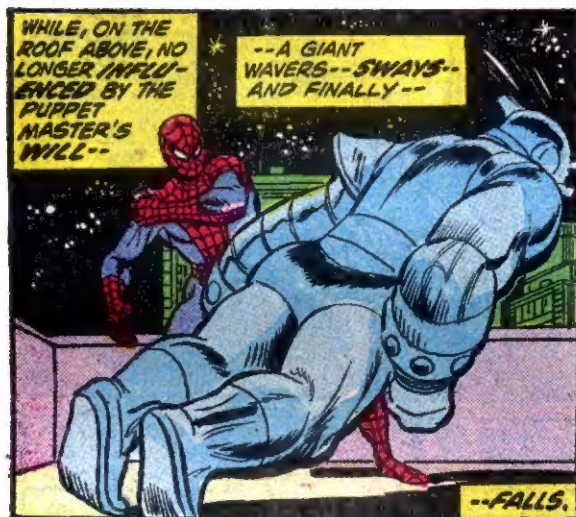


TINK!



SLOWLY, THE ALIEN
MEMORIES BEGIN
TO FADE--

--AND WITH THEM FADES
THE ALMOST-CRIPPLING
MINDLINK--AND ONCE
MORE, THE VISION--IS
FREE.



WHILE, ON THE
ROOF ABOVE, NO
LONGER INFLU-
ENCED BY THE
PUPPET
MASTER'S WILL--

--A GIANT
WAVERS--SWAYS--
AND FINALLY--

--FALLS.



VISION! YOU'RE
OKAY? WHAT
HAPPENED
JUST NOW,
PAL?

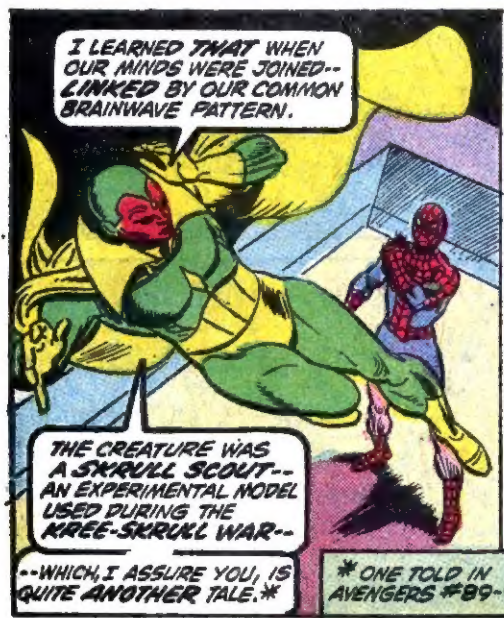
A MIRACLE--
OF SORTS.



IT APPEARS THAT CONSTRUCT
AND I FUNCTIONED ON THE
SAME MENTAL FREQUENCY--

WHENEVER
IT WAS
ACTIVATED--

--IT JAMMED
YOUR MIND.
OKAY, WE KNEW
SOMETHING LIKE
THAT-- BUT
WHAT--?



I LEARNED THAT WHEN
OUR MINDS WERE JOINED--
LINKED BY OUR COMMON
BRAINWAVE PATTERN.

THE CREATURE WAS
A SKRULL SCOUT--
AN EXPERIMENTAL MODEL
USED DURING THE
KREE-SKRULL WAR--

--WHICH, I ASSURE YOU, IS
QUITE ANOTHER TALE.*

* ONE TOLD IN
AVENGERS #89-97. --ROY.



WAIT ONE
MINUTE,
VISION-- YOU HAVEN'T
TOLD ME
WHY YOU
WERE OUT
WANDERING BY
YOURSELF WHEN
THIS WHOLE THING
GOT STARTED!



A PRIVATE
MATTER,
SPIDER-MAN...

...SOMETHING BETWEEN
THE AVENGERS AND
MYSELF. SOMEDAY I'LL
TELL YOU, MY FRIEND...

SOMEDAY,
WE'LL TALK.

AND THEN HE'S GONE--AND THE
NIGHT CLOSES IN, ONCE MORE.

FINIS-